

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND**

SYDELLEGOLDWURM,

*

Plaintiff,

*

v.

*

AMERICAN REALTY CAPITAL
TRUST, INC., et al.,

*

Civil Action No. 12-cv-03516 JKB

*

Defendants.

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STIPULATION AND CONSENT MOTION TO STAY PROCEEDINGS

Plaintiff, SydelleGoldwurm, and Defendants, American Realty Capital Trust, Inc., Nicholas S. Schorsch, William M. Kahane, Leslie D. Michelson, Robert H. Burns, William G. Stanley, Realty Income Corporation and Tau Acquisition, LLC, jointly move this Court for entry of an order staying all proceedings in this matter for the following reasons and pursuant to the following terms:

1. The parties stipulate and jointly request a stay of all proceedings including a stay of the following response deadlines: (1) Plaintiff's Reply to Defendants' Joint Opposition to Motion of Plaintiff for Expedited Discovery (ECF No. 18) currently due January 22, 2013; (2) Defendants' Reply to Plaintiff SydelleGoldwurm's Opposition to Defendants' Motion to Stay Proceedings (ECF No. 16) currently due January 22, 2013; and (3) Plaintiff's Opposition to Defendants' Motions to Dismiss (ECF Nos. 10 & 11) currently due January 28, 2013, and any replies thereto.

2. On January 16, 2013, the shareholders of American Realty Capital Trust and the shareholders of Realty Income Corporation approved the merger transaction that is the subject of this litigation.

3. Although Plaintiffs believe their complaint was a causal factor to the issuance of certain supplemental disclosures by Defendants which conferred a benefit to ARCT shareholders and the Defendants deny these assertions, the parties have agreed to a resolution of outstanding issues between the Parties;

4. The Parties are presently finalizing an Agreement memorializing this resolution and the Agreement contemplates a voluntary dismissal with prejudice as to Plaintiff and without prejudice as to all other ARCT shareholders within three (3) days of the execution of the Agreement;

5. Therefore, the stipulated stay of all pending response deadlines serves the interests of judicial economy and efficiency.

WHEREFORE, Plaintiff and Defendants jointly request that the Court issue an Order staying all proceedings in the above-captioned matter including the above response deadlines .

Respectfully submitted,

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 22nd day of January, 2013, a copy of the foregoing Stipulation and Consent Motion to Stay Proceedings was served via ECF notification to all counsel of record.

/s/

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